

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 22, 2000

RECORDATION NO. 23061 FILED

AUG 25 '00

2-50 PM  
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AUG 23 2000  
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MANAGEMENT  
STB

Mr. Vernon Williams **SURFACE TRANSPORTATION BOARD**  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of the Full Maintenance Lease Agreement dated as of July 20, 2000 ("**Memorandum**") between the following parties:

|         |   |
|---------|---|
| Lessor: | Helm Financial Corporation<br>One Embarcadero Center, Suite 3700<br>San Francisco, CA 94111 |
| Lessee: | Cargill Incorporated<br>24950 Country Club Boulevard, Suite 450<br>North Olmsted, OH 44070  |

**A short summary of the document to appear in the index follows:**

Memorandum of Full Maintenance Lease Agreement between Helm Financial Corporation (as successor in interest to Helm-Atlantic Associates Limited Partnership) as Lessor and Cargill, Incorporated as Lessee, covering twenty-five (25) boxcars within the series HATX 6002-6017, 6019-6027.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

Stb/memorand/csc001.final

ad/08/22/00

MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT

AUG 25 '00 2-50 PM

## SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of July 20, 2000 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of May 9, 1999 ("Lease") between HELM FINANCIAL CORPORATION, as successor in interest to Helm-Atlantic Associates Limited Partnership, a California corporation ("Lessor"), and CARGILL, INCORPORATED, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: David R. Eckles

Name: David R. Eckles

Title: Executive Vice President

LESSEE

CARGILL, INCORPORATED

By: Kenneth J. Ellen

Name: Kenneth J. Ellen

Title: Mgr. - Rail

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Twenty-five (25), 100-ton, roller bearing, 60' insulated boxcars equipped with two (2) moveable bulkheads, 20" center of car cushioning, 14' wide x 10' high plug doors with fiberglass lining, 25K wood decks, and smooth plywood lining on interior walls and ends.

Unit Numbers:

HATX 6002-6017, 6019-6027

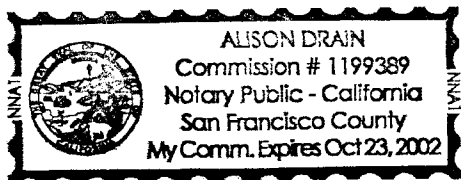
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On August 2<sup>nd</sup>, 2000, before me, Alison Drain, personally  
appeared David R. Eckles, Executive Vice President of **HELM FINANCIAL  
CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF Ohio )  
 ) S.S.  
COUNTY OF Cuyahoga )

On July 25<sup>th</sup>, 2000, before me, Sarah W Parker (SP)  
appeared Kenneth Ellen, of **CARGILL, INCORPORATED**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.

Witness my hand and official seal.

Sarah W Parker  
SIGNATURE OF THE NOTARY

[Notarial Seal]

**SARAH W. PARKER**  
Notary Public, State of Ohio  
My Commission Expires 03/03/03  
(Recorded in Cuyahoga County)